# UNITED STATES DISTRICT COURT SOUTHERN DISTRICT OF NEW YORK

ΙN	RE	<b>SMERLING</b>	LITIGATION	,

21 Civ. 2552 (JPC)

# DECLARATION OF JAMES S. FELTMAN WITH RESPECT TO THE RECEIVER'S QUARTERLY REPORT COVERING THE PERIOD JULY 1, 2022 THROUGH SEPTEMBER 30, 2022

JAMES S. FELTMAN, pursuant to 28 U.S.C. § 1746, declares as follows:

- 1. I am the receiver (the "Receiver") appointed pursuant to that certain *Order Appointing Receiver*, dated May 14, 2021 (Case No. 1:21-cv-05766-JPC, ECF No. 28) (the "Receivership Order") and that certain *Order Granting Joint Motion to (I) Consolidate SVB Action and Citizens Bank Action Into a Single Action, (II) Appoint James Feltman as Receiver in Consolidated Action, and (III) Grant Unopposed Receivership Expansion Motion (Case No. 1:21-cv-02552-JPC, ECF No. 98) (the "Receivership Consolidation/Expansion Order").*
- 2. Pursuant to paragraph 12 of the Receivership Order, I attached hereto as **Exhibit**"1" the Receiver's quarterly report covering the period July 1, 2022 through September 30, 2022.
  - 3. I declare under penalty of perjury that the foregoing is true and correct.

Executed on October 2022.

MES S. FELTMAN

# Exhibit 1

# United States District Court for the Southern District of New York, Case No. 1:21-cv-02552-JPC

Report of Receiver for the Quarter Ended September 30, 2022

#### **Table of Contents**

Summary of Activity in Receivership Accounts for the Quarter Ended September 30, 2022	1
Monies Collected for the Quarter Ended September 30, 2022	2
Proceeds from Checking, Savings, Investment, and Other Bank Accounts	2
Other Investment Proceeds	3
Proceeds from Qualified Tuition Programs	4
Proceeds from the Sale of Motor Vehicles	5
Borrower Payments on Outstanding Notes Receivable	6
Miscellaneous Refunds and Other Collections	7
Expenditures for the Quarter Ended September 30, 2022	8
Creditor Distributions	8
Professional Fees	9
Miscellaneous Disbursements	10
Check Disbursements for the Quarter Ended September 30, 2022	11

#### **Attachments**

Attachment 1 – Copies of Statements for the City National Bank Receivership Accounts for the Periods Ended July 31, August 31, and September 30, 2022

## United States District Court for the Southern District of New York, Case No. 1:21-cv-02552-JPC

Report of Receiver for the Quarter Ended September 30, 2022

### Summary of Activity in Receivership Accounts for the Quarter Ended September 30, 2022

Balances as of June 30, 2021 [1]					
Additions:					
Proceeds from checking, savings, investment, and other bank accounts	\$ 252,081				
Other investment proceeds	257,736				
Proceeds from qualified tuition programs	1,946,223				
Proceeds from the sale of motor vehicles	19,250				
Borrower payments on outstanding notes receivable	990,616				
Miscellaneous collections	1,956				
Total Additions	\$ 3,467,862				
Subtractions:					
Creditor distributions [2]	\$ 10,516,978				
Professional fees	1,491,968				
Miscellaneous disbursements	24,548				
Total Subtractions	\$ <u>12,033,494</u>				
Net Additions (Subtractions)	\$ <u>(8,565,632</u> )				
Balances as of September 30, 2022, per City National Bank account statements	\$ <u>4,474,934</u>				
Less: Outstanding checks payable to Kroll Associates, Inc. and James S. Feltman (Receiver) for professional fees in connection with Second Interim Award [3]	(512,640)				
Adjusted balances as of September 30, 2022	\$ <u>3,962,294</u>				

<sup>&</sup>lt;sup>1</sup> Balance includes a loan from Citizens Bank, N.A. in the amount of \$200,000.00 bearing simple interest at a rate of 3% per annum.

<sup>&</sup>lt;sup>2</sup> Pursuant to *Order Granting the Unopposed Motion Authorizing an Interim Distribution to Citizens Bank, N.A. and Silicon Valley Bank and Related Relief* dated September 14, 2022.

<sup>&</sup>lt;sup>3</sup> Refer to the Page 11 for additional detail with respect to the outstanding checks payable as of September 30, 2022.

United States District Court for the Southern District of New York, Case No. 1:21-cv-02552-JPC

Report of Receiver for the Quarter Ended September 30, 2022

## Monies Collected for the Quarter Ended September 30, 2022

Item	Date		Amount	Payer/Source	Description		
	Proceeds from Checking, Savings		eeds from Checking, Savings	, Investment, and Other Bank Accounts			
1	7/22/22	\$	252,080.59	Fidelity Investments	Wire transfer representing proceeds from Account No. x1991, Elliot S Smerling – Trustee – JES Global Capital GP LLC 401(k) Profit Sharing Plan and Trust for the benefit of Elliot S Smerling.		
		\$	252,080.59	9 Proceeds from Checking, Savings, Investment, and Other Bank Accounts			

## United States District Court for the Southern District of New York, Case No. 1:21-cv-02552-JPC

Report of Receiver for the Quarter Ended September 30, 2022

Item	Date	Amount	Payer/Source	Description
			Other Inve	stments Proceeds
2	8/10/22	\$ 212,888.88	Market Central Private Assets LLC	Wire transfer representing proceeds from liquidation of interest in Callaway Golf Company acquired via subscription in Market Central Private Assets Series 15-A.
3	8/12/22	44,846.95	Market Central Private Asset LLC	Wire transfer representing proceeds from liquidation of interest in FIGS Inc acquired via subscription in Market Central Private Assets Series 32-A.
		\$ 257,735.83	Subtotal, Other Investmen	ts Proceeds

# United States District Court for the Southern District of New York, Case No. 1:21-cv-02552-JPC

Report of Receiver for the Quarter Ended September 30, 2022

Item	Date	Amount	Payer/Source	Description
Proceeds from (		Proceeds from Q	Qualified Tuition Programs	
4	9/8/22	Savings Program		Check No. 0001569934 dated 9/7/22 representing net proceeds from four <i>Direct Plan</i> accounts established by Elliot Smerling under New York's 529 College Savings Program.
		\$1,946,223.36	Subtotal, Proceeds from Q	ualified Tuition Programs

United States District Court for the Southern District of New York, Case No. 1:21-cv-02552-JPC

Report of Receiver for the Quarter Ended September 30, 2022

Item	Date	Amount	Payer/Source	Description
			Proceeds from th	e Sale of Motor Vehicles
5	7/6/22	\$ 1,925.00	Leasingway USA Corp	Wire transfer representing a deposit for the purchase of the following automobile previously owned by Canes Twelve LLC:  • 2016 Land Rover, SALAK2V66GA792286.
6	7/14/22	17,325.00	Leasingway USA Corp	Wire transfer representing the remaining proceeds for the purchase of the aforementioned 2016 Land Rover.
		\$ 19,250.00	Subtotal, Proceeds from th	e Sale of Motor Vehicles

# United States District Court for the Southern District of New York, Case No. 1:21-cv-02552-JPC

Report of Receiver for the Quarter Ended September 30, 2022

Item	Date	Amount	Payer/Source	Description		
			Borrower Payments on	rower Payments on Outstanding Notes Receivable		
7	7/22/22	\$ 657,419.45	Innovative Sales Solutions LLC (via LandCastle Title Group, LLC)	Wire transfer representing final payment of principal and interest due to Canes Six LLC under a Balloon Promissory Note dated 7/7/20.		
8	8/12/22	325,000.00	World Class Auto Repair Center LLC	Wire transfer representing settlement of amounts due to Canes Twenty Two LLC under a Senior Secured Balloon Promissory Note dated 11/19/19.		
9	9/23/22	1,639.45	Jennifer Mazyck-Brown and Redick W Brown II	Check No. 0073641040 dated 2/10/22 paid to Canes Six LLC (via Berger Singerman LLP) representing an interest payment under a Balloon Promissory Note dated 7/7/20.		
10	9/23/22	1,639.45	Jennifer Mazyck-Brown and Redick W Brown II	Check No. 0079625565 dated 3/10/22 paid to Canes Six LLC (via Berger Singerman LLP) representing an interest payment under a Balloon Promissory Note dated 7/7/20.		
11	9/23/22	1,639.45	Jennifer Mazyck-Brown and Redick W Brown II	Check No. 0085750724 dated 4/8/22 paid to Canes Six LLC (via Berger Singerman LLP) representing an interest payment under a Balloon Promissory Note dated 7/7/20.		
12	9/23/22	1,639.45	Jennifer Mazyck-Brown and Redick W Brown II	Check No. 0092292271 dated 5/10/22 paid to Canes Six LLC (via Berger Singerman LLP) representing an interest payment under a Balloon Promissory Note dated 7/7/20.		
13	9/23/22	1,639.45	Jennifer Mazyck-Brown and Redick W Brown II	Check No. 0098567892 dated 6/10/22 paid to Canes Six LLC (via Berger Singerman LLP) representing an interest payment under a Balloon Promissory Note dated 7/7/20.		
		\$ 990,616.70	Subtotal, Borrower Payme	nts on Outstanding Notes Receivable		

# United States District Court for the Southern District of New York, Case No. 1:21-cv-02552-JPC

Report of Receiver for the Quarter Ended September 30, 2022

Item	Date	Amount	Payer/Source	Description		
			Miscellaneous Refu	Miscellaneous Refunds and Other Collections		
14	8/10/22	\$ 64.62	Florida Power & Light Company	Check No. 6305255 dated 2/26/22 issued to Canes Two LLC representing a refund of utilities billed for service to the residence at 3049 Hartridge Terrace, Wellington, Florida 33414.		
15	8/10/22	79.80	State of Florida Department of Financial Services	Check No. 725985 dated 3/22/22 representing a state expense warrant issued to JES Global Capital GP LLC.		
16	8/10/22	164.40	United States Treasury	Check No. 93520325 dated 4/26/22 issued to Smerling Financial Group Inc representing a refund with respect to Form 941, Employer's Quarterly Federal Tax Return, filed for the quarter ended 9/30/18.		
17	8/10/22	322.00	Auto-Owners Insurance	Check No. 361512248 dated 6/10/22 issued to Alligator Trail LLC representing a refund of an insurance premium overpayment for Policy No. 172312-20316388-20.		
18	8/10/22	1,324.71	American General Life Insurance Company	Check No. 002475602 dated 6/21/22 issued to Smerling Financial Group Inc.		
		\$ 1,955.53	Subtotal, Miscellaneous Re	neous Refunds and Other Collections		
		\$3,467,862.01	Total Monies Collected			

United States District Court for the Southern District of New York, Case No. 1:21-cv-02552-JPC

Report of Receiver for the Quarter Ended September 30, 2022

## **Expenditures for the Quarter Ended September 30, 2022**

Item	Date	Amount	Payment Method	Payee	Budget Category and Description
				Creditor Distributi	ons
1	9/16/22	\$ 6,211,587.14	Wire Transfer	Silicon Valley Bank	Creditor Distributions – Interim distribution pursuant to Order Granting the Unopposed Motion Authorizing an Interim Distribution to Citizens Bank, N.A. and Silicon Valley Bank and Related Relief dated 9/14/22.
2	9/16/22	4,305,391.55	Wire Transfer	Citizens Bank, N.A.	Creditor Distributions – Interim distribution pursuant to Order Granting the Unopposed Motion Authorizing an Interim Distribution to Citizens Bank, N.A. and Silicon Valley Bank and Related Relief dated 9/14/22.
		\$ 10,516,978.69	Subtotal, Cr	editor Distributions	

United States District Court for the Southern District of New York, Case No. 1:21-cv-02552-JPC

Report of Receiver for the Quarter Ended September 30, 2022

## **Expenditures for the Quarter Ended September 30, 2022 (continued)**

Item	Date	Amount	Payment Method	Payee	Budget Category and Description			
	Professional Fees							
3	7/11/22	\$ 1,139,876.15	Wire Transfer	Berger Singerman LLP	<b>Professional Fees</b> – Second Interim Award for services rendered and reimbursement for actual and necessary expenses during the period of 10/1/21 through 4/30/22.			
4	7/11/22	211,682.61	Wire Transfer	Faegre Drinker Biddle & Reath LLP	<b>Professional Fees</b> – Second Interim Award for services rendered and reimbursement for actual and necessary expenses during the period of 10/1/21 through 4/30/22.			
5	7/11/22	123,523.50	Wire Transfer	Pestalozzi Attorneys at Law Limited	<b>Professional Fees</b> – Second Interim Award for services rendered and reimbursement for actual and necessary expenses during the period of 10/1/21 through 4/30/22.			
6	7/11/22	12,945.00	Wire Transfer	LeeSalmonLong	<b>Professional Fees</b> – Second Interim Award for services rendered and reimbursement for actual and necessary expenses during the period of 10/1/21 through 4/30/22.			
7	7/11/22	2,780.50	Wire Transfer	Daniel, Brantley & Associates	<b>Professional Fees</b> – Second Interim Award for services rendered and reimbursement for actual and necessary expenses during the period of 10/1/21 through 4/30/22.			
8	7/11/22	1,160.00	Check Payment	Little & Matysik P.C.	<b>Professional Fees</b> – Second Interim Award for services rendered and reimbursement for actual and necessary expenses during the period of 10/1/21 through 4/30/22.			
		\$ 1.491.967.76	Subtotal, Pr	ofessional Fees	<b>的复数形式 化基本电影 医多种性</b>			

United States District Court for the Southern District of New York, Case No. 1:21-cv-02552-JPC

Report of Receiver for the Quarter Ended September 30, 2022

## **Expenditures for the Quarter Ended September 30, 2022 (concluded)**

Item	Date	Amount	Payment Method	Payee	Budget Category and Description
				Miscellaneous Disburs	ements
9	7/11/22	\$ 6,800.77	Wire Transfer	Seddons Law LLP	Not Budgeted – Payment of legal fees incurred by Director of Canes UK Holdings Limited during the period from 1/6/22 to 6/27/22 in connection with negotiating the <i>Cooperation Agreement</i> .
10	7/15/22	3.78	Bank Deduction	City National Bank	Not Budgeted – Monthly service fee for account ending x2928.
11	8/15/22	3.24	Bank Deduction	City National Bank	Not Budgeted – Monthly service fee for account ending x2928.
12	9/2/22	17,736.91	Wire Transfer	McCarthy Denning Limited	Not Budgeted – Payment to the law firm representing Canes UK Holdings Limited for outstanding service charges assessed against the real estate at Flat 32, Riverside Court, 20 Nine Elms Lane, London, England SW8 5DB.
13	9/15/22	3.24	Bank Deduction	City National Bank	<b>Not Budgeted</b> – Monthly service fee for account ending x2928.
		\$ 24,547.94	Subtotal, Mi	iscellaneous Disburseme	nts
		\$ 12,033,494.39	Total Expend	ditures	

# United States District Court for the Southern District of New York, Case No. 1:21-cv-02552-JPC

Report of Receiver for the Quarter Ended September 30, 2022

# **Check Disbursements for the Quarter Ended September 30, 2022**

Check No.	Check Date	Payment Processing Date	Check Amount	Payee	Link to Expenditures Statement		
1010	7/8/22	7/11/22	\$ 1,139,876.15	Berger Singerman LLP	Expenditure #3		
1013	9/28/22	N/A	375,546.13	Kroll Associates, Inc.	N/A – Outstanding check not yet cleared		
1014	9/28/22	N/A	137,094.00	James S. Feltman, Receiver	N/A – Outstanding check not yet cleared		
			\$ 1,652,516.28	Total Check Disbursements			
			1,139,876.15	76.15 Total Check Disbursements, Cleared			
			512,640.13	13 Total Check Disbursements, Outstanding			

United States District Court for the Southern District of New York, Case No. 1:21-cv-02552-JPC Report of Receiver for the Quarter Ended September 30, 2022

## **Statements for Receivership Accounts**

Refer to the **Attachment 1** for statements for City National Bank Receivership accounts ending x2847 and x2928 for the periods ended July 31, August 31, and September 30, 2022.

1 of 3 XXXXXXX2847

# Attachment 1, Page 1

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82

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# **Regular Commercial Checking**

### **Account Summary**

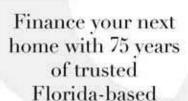
Account: XXXXXXX2847 Beginning Balance: \$12,821,356.95 June 30, 2022 Last Statement: Ending Balance: \$12,251,338.46 July 29, 2022 Average Ledger Balance: \$12,101,453.44 This Statement: Low Balance: \$11,324,513.42

## **Daily Activity**

82

Date	Description	Deposits/ Additions	Withdrawals/ Subtractions	Balance
06-30	Beginning balance			12,821,356.95
07-06	Wire Transfer Leasingway Usa Corp 07192445807Ft03	1,925.00		12,823,281.95
07-11	Wire Transfer Little And Matysik Pc 026005092000386		1,160.00	12,822,121.95
07-11	Wire Transfer Daniel Brantley 026009593000398		2,780.50	12,819,341.45
07-11	Wire Transfer Seddons Law Llp Offic Wfbius6ssfo		6,800.77	12,812,540.68
07-11	Wire Transfer Lee Salmon Long 026005092000888		12,945.00	12,799,595.68
07-11	Wire Transfer Pestalozzi Attorneys 026005092000384		123,523.50	12,676,072.18
07-11	Wire Transfer Faegre Drinker Biddle 026005092000889		211,682.61	12,464,389.57
07-11	Check # 1010		1,139,876.15	11,324,513.42
07-14	Wire Transfer Leasingway Usa Corp 07192445832Ft03	17,325.00		11,341,838.42
07-22	Wire Transfer 1/Elliot S Smerling T 02100002136Ft03	252,080.59		11,593,919.01

Continued on the next page



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Vote by visiting

https://www.surveymonkey.com/r/BestofDBR2022 or by using the QR code.

# Case 1:21-cv-02552-JPC Document 230 Filed 10/18/22 Page 17 of 25

# Attachment 1, Page 2

# Account:

2 of 3 XXXXXXX2847

Date	Description	Deposits/ Additions	Withdrawals/ Subtractions	Balance
07-22	Wire Transfer Lctg Florida Operatio 02600959303Ft03	657,419.45		12,251,338.46
07-29	Ending totals	928,750.04	1,498,768.53	12,251,338.46

# Checks

Number	Date	Amount	Number	Date	Amount	
1010	07-11	1,139,876.15				

<sup>\*</sup> Skip In Check Sequence



# Case 1:21-cv-02552-JPC Document 230 Filed 10/18/22 Page 18 of 25xxxxxxxxx2847 / Page 3 of 3

## Attachment 1, Page 3

Check # 1010 Amount: \$1,139,876.15 Date: 07/11/2022

		_
82		1010
	ELLIOT SMERLING RECEIVERSHIP CASE NO. 21-CV-80815 AMC	53-436/660
1	CASE NO. 21-CV-80815 AMC JAMES S. FELTMAN MESOBRICKELL NE STE 1900 DATE JULY 8 2022	<b>G</b> ENERAL NAMES
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1	"DD1010" 10660043671	

Check # 1010 Amount: \$1,139,876.15 Date: 07/11/2022





1 of 2 XXXXXXX2847

# Attachment 1, Page 4



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**ELLIOT SMERLING RECEIVERSHIP** CASE NO 21-CV-80815 AMC JAMES S FELTMAN 1450 BRICKELL AVE STE 1900 MIAMI FL 33131-3453



# **Regular Commercial Checking**

## **Account Summary**

Account: XXXXXXX2847 Beginning Balance: \$12,251,338.46 Last Statement: July 29, 2022 Ending Balance: \$12,836,029.82 Average Ledger Balance: This Statement: August 31, 2022 \$12,618,717.73 Low Balance: \$12,251,338.46

## **Daily Activity**

Date	Description	Deposits/ Additions	Withdrawals/ Subtractions	Balance
07-29	Beginning balance			12,251,338.46
08-10	Deposit	1,955.53		12,253,293.99
08-10	Wire Transfer Market Central Privat 10200060748Ft03	212,888.88		12,466,182.87
08-12	Wire Transfer Market Central Privat 10700737502Ft03	44,846.95		12,511,029.82
08-12	Wire Transfer World Class Auto Repa 02100002109Ft03	325,000.00		12,836,029.82
08-31	Ending totals	584,691.36	0.00	12,836,029.82

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# Case 1:21-cv-02552-JPC Document 230 Filed 10/18/22 Page 20 of 25xxxxxxxx2847 / Page 2 of 2

## Attachment 1, Page 5



#### Amount: \$1,955.53 Date: 08/10/2022





## Attachment 1, Page 6

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CASE NO 21-CV-80815 AMC

**ELLIOT SMERLING RECEIVERSHIP** 

82

# **Regular Commercial Checking**

## **Account Summary**

Account: XXXXXXXX2847 Beginning Balance: \$12,836,029.82 Last Statement: Ending Balance: \$4,255,734.83 August 31, 2022 Average Ledger Balance: This Statement: September 30, 2022 \$9,054,685.30 Low Balance: \$4,247,537.58

## **Daily Activity**

82

Date	Description	Deposits/ Additions	Withdrawals/ Subtractions	Balance
08-31	Beginning balance			12,836,029.82
09-02	Wire Transfer Mccarthy Denning Limi		17,736.91	12,818,292.91
	Wfbius6ssfo			
09-08	Deposit	1,946,223.36		14,764,516.27
09-16	Wire Transfer Comm Loan Accounting		4,305,391.55	10,459,124.72
	011500120001349			
09-16	Wire Transfer Silicon Valley Bank		6,211,587.14	4,247,537.58
	121140399001351			
09-23	Wire Transfer Berger Singerman Llp	8,197.25		4,255,734.83
	06600436736Ft03			
09-30	Ending totals	1,954,420.61	10,534,715.60	4,255,734.83

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# Case 1:21-cv-02552-JPC Document 230 Filed 10/18/22 Page 22 of 25xxxxxxxx2847 / Page 2 of 2

## Attachment 1, Page 7



Amount: \$1,946,223.36 Date: 09/08/2022





1 of 1 XXXXXXX2928

# Attachment 1, Page 8

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# **Regular Commercial Checking**

### **Account Summary**

Account: XXXXXXX2928 Beginning Balance: \$219,209.32 June 30, 2022 Last Statement: Ending Balance: \$219,205.54 July 29, 2022 Average Ledger Balance: \$219,207.36 This Statement: \$219,205.54 Low Balance:

## **Daily Activity**

82

Date	Description	Deposits/ Additions	Withdrawals/ Subtractions	Balance
06-30	Beginning balance			219,209.32
07-15	Monthly Service Fee		3.78	219,205.54
07-29	Ending totals	0.00	3.78	219,205.54

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Account:

1 of 1 XXXXXXX2928

## Attachment 1, Page 9

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JES GLOBAL CAPITAL II LLC RECEIVERSHIP CASE NO 21-CV-80815 AMC JAMES S FELTMAN 1450 BRICKELL AVE STE 1900 MIAMI FL 33131-3453



P:5168 / T: / S:

# **Regular Commercial Checking**

## Account Summary

Account: XXXXXXX2928 Beginning Balance: \$219,205.54 Last Statement: \$219,202.30 July 29, 2022 Ending Balance: Average Ledger Balance: \$219,203.87 This Statement: August 31, 2022 Low Balance: \$219,202.30

## **Daily Activity**

82

Date	Description	Deposits/ Additions	Withdrawals/ Subtractions	Balance
07-29	Beginning balance			219,205.54
08-15	Monthly Service Fee		3.24	219,202.30
08-31	Ending totals	0.00	3.24	219,202.30

For additional locations and hours, please visit citynational.com





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# HERE'S A TIP TO HELP MAKE YOUR MOBILE BANKING EXPERIENCE SECURE.

Mobile devices can create significant security and management challenges. Protect your device by using a password, installing security apps and not using public networks to do your banking. You might also consider enabling biometric authentication, such as Face ID and fingerprint security.

FOR ADDITIONAL TIPS, SCAN THE QR CODE



## Attachment 1, Page 10



### CLIENT SERVICES

Online citynationalprivate.com



CityTel 1-800-762-CITY (2489)



**Your Banking Center** 

City National Private Law Grp 1450 Brickell Ave., Suite 100 Miami, FL 33131

Telephone

305-447-1899 800-383-4413



**Your Banking Center Hours** 

Lobby:

Monday - Friday:

9:00am - 5:00pm



JES GLOBAL CAPITAL II LLC RECEIVERSHIP CASE NO 21-CV-80815 AMC JAMES S FELTMAN 1450 BRICKELL AVE STE 1900 MIAMI FL 33131-3453



P:5153 / T: / S:

# **Regular Commercial Checking**

### **Account Summary**

Account: XXXXXXX2928 Beginning Balance: \$219,202.30 Last Statement: August 31, 2022 Ending Balance: \$219,199.06 \$219,200.57 This Statement: September 30, 2022 Average Ledger Balance: Low Balance: \$219,199.06

## **Daily Activity**

82

Date	Description	Deposits/ Additions	Withdrawals/ Subtractions	Balance
08-31	Beginning balance			219,202.30
09-15	Monthly Service Fee		3.24	219,199.06
09-30	Ending totals	0.00	3.24	219,199.06

For additional locations and hours, please visit citynational.com







with the latest fixes. Do not delay - if you see a software update notification, act promptly. Better yet, turn on automatic updates. Update the operating system on your mobile phones, tablets, and laptops. And update your applications - especially the web browsers - on all your devices too.

FOR ADDITIONAL TIPS, SCAN THE QR CODE



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